

Exhibit B

Echo Papa Exposed

 theintercept.com/2016/04/11/blackwater-founder-erik-prince-drive-to-build-private-air-force



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ON A CRISP SATURDAY in November 2014, a black Mercedes SUV pulled onto the tarmac of an Austrian specialty aviation company 30 miles south of Vienna. Employees of the firm, Airborne Technologies, which specialized in designing and equipping small aircraft with wireless surveillance platforms, had been ordered to work that weekend because one of the company's investors was scheduled to inspect their latest project.

For four months, Airborne's team had worked nearly nonstop to modify an American-made Thrush 510G crop duster to the exact specifications of an unnamed client. Everything about the project was cloaked in secrecy. The company's executives would refer to the client only as "Echo Papa," and instructed employees to use code words to discuss certain modifications made to the plane. Now the employees would learn that Echo Papa also owned more than a quarter of their company.

A fit, handsome man with blond hair and blue eyes got out of the Mercedes and entered Airborne's hanger. Echo Papa, who was often just called EP, shook hands with a dozen Airborne employees and looked over the plane. "He was the sun, and all the management were planets rotating around him," said one person present that day.



One of the Thrush 510G being modified at Airborne Technologies' hangar in Wiener Neustadt, Austria. Prince owns at least 25 percent of the company.

One of the mechanics soon recognized Echo Papa from news photos — he was Erik Prince, founder of the private security firm Blackwater. Several of the Airborne staff whispered among themselves, astonished that they had been working for America's best-known mercenary. The secrecy and strange modification requests of the past four months began to make sense. In addition to surveillance and laser-targeting equipment, Airborne had outfitted the plane with bulletproof cockpit windows, an armored engine block, anti-explosive mesh for the fuel tank, and specialized wiring that could control rockets and bombs. The company also installed pods for mounting two high-powered 23 mm machine guns. By this point, the engineers and mechanics were concerned that they had broken several Austrian laws but were advised that everything would be fine as long as they all kept the secret.

Erik Prince, or “Echo Papa,” the founder of Blackwater and chairman of Frontier Services



Group, a publicly traded logistics and aviation company.

Photo: Mark Peckmezian

Prince congratulated everyone for making the plane “rugged” and then left. The plane was due in South Sudan, where it was urgently needed to salvage Prince’s first official contract with his new company, Frontier Services Group. Prince was eager to get the Thrush 510G in the air.

The conversion of crop dusters into light attack aircraft had long been part of Prince’s vision for defeating terrorists and insurgencies in Africa and the Middle East. In Prince’s view, these single-engine fixed-wing planes, retrofitted for war zones, would revolutionize

the way small wars were fought. They would also turn a substantial profit. The Thrush in Airborne's hangar, one of two crop dusters he intended to weaponize, was Prince's initial step in achieving what one colleague called his "obsession" with building his own private air force.

The story of how Prince secretly plotted to transform the two aircraft for his arsenal of mercenary services is based on interviews with nearly a dozen people who have worked with Prince over the years, including current and former business partners, as well as internal documents, memos, and emails. Over a two-year period, Prince exploited front companies and cutouts, hidden corporate ownership, a meeting with Russian arms dealer Viktor Bout's weapons supplier, and at least one civil war in an effort to manufacture and ultimately sell his customized armed counterinsurgency aircraft. If he succeeded, Prince would possess two prototypes that would lay the foundation for a low-cost, high-powered air force capable of generating healthy profits while fulfilling his dream of privatized warfare.



Photo: Marwan Naamani/AFP/Getty Images

FROM THE EARLY DAYS of the war on terror, Prince aggressively built up an aviation wing at Blackwater and supplied aircraft to the CIA and other government agencies. His "little bird" helicopters — with armed commandos hanging from their frames — became a notorious symbol of the U.S. occupation of Iraq. By 2013, after scandals, investigations,

and a \$42 million settlement with the Justice Department, Blackwater had been broken up, with its pieces renamed and Prince largely excluded from their operations. But his vision of creating a private air force endured.

In early 2014, Prince and Citic Group, China's largest state-owned investment firm, founded Frontier Services Group, a publicly traded logistics and aviation company based in Hong Kong. FSG offered services such as shipping minerals, chartering flights for executives, and occasional medevacs from remote African locations. Over the past two years, Prince has given interviews and speeches describing his vision of FSG. "This is not a patriotic endeavor of ours," Prince said of his new company. "We're here to build a great business and make some money doing it." China, he said, "has the appetite to take frontier risk, that expeditionary risk of going to those less-certain, less-normal markets and figuring out how to make it happen." But while he burnished his new image as chairman of a public company, he was secretly overseeing the clandestine attack aircraft program.

Prince exploited front companies, a connection with Viktor Bout's weapons supplier, and at least one civil war in an effort to sell his customized armed aircraft.

Prince, together with a small group of loyal deputies, hid this effort from the corporate leadership at FSG by means of non-company encrypted email, aliases, and outright deception. When Prince pitched logistics contracts to African governments on behalf of FSG, he and his team simultaneously developed plans for paramilitary contracts with those same governments.

In 2013, when FSG was being created, Prince and his team were already developing a secret blueprint for weaponized crop dusters to target terrorists and assist counterinsurgency operations in Africa. Originally drafted in late 2013, the plan was updated more than 100 times through the end of 2015. The goal was to offer affordable, high-powered air superiority to Prince's clients that could "break the paradigm of attrition warfare in low intensity conflict." Prince's plan predicted strong "global marketability" for the small attack planes.

Read the document: Erik Prince's blueprint for light attack aircraft.

The aircraft, which the blueprint suggested could be produced in a manner that would bypass export "restraints," would be modified to carry both precision-guided munitions as well as simpler weapons systems. But, the plan noted, "Guns, Rockets and Dumb Bombs offer the most cost effective weapon load for the target set/threat environment." The planes would contain armored cockpits, engines, and airframes, sophisticated reconnaissance equipment similar to that used on drones, as well as night-vision capabilities. The blueprint envisioned targeting groups of insurgents, boats, vehicles, and static positions. According to the plan, the aircraft would have 12 hours of endurance to conduct operations.



The modified light attack aircraft "offers affordable ability [to] raise, train and sustain the capability for the 'long war' necessary in Counter Insurgency," according to the blueprint. But this aspiration was not one that Prince would openly share with the people he was recruiting to build his new public company.



BY THE SUMMER of 2013, Prince was already putting together a team to run FSG. Among the recruits was Gregg Smith, an old friend and former Marine, who would eventually become the company's CEO. Smith was an investment banker who had helped guide Prince through the sale of Blackwater and other entities after the U.S. government began investigating his companies. That July, as they discussed their new venture, Prince and

Smith took a trip to the border of Burkina Faso and Niger in West Africa, where Prince was considering investing in a magnesium mine, according to Smith. The men landed at an airstrip controlled by French forces. Niger was a dangerous country with civil unrest and a regional al Qaeda affiliate.

As they surveyed the mine, the two discussed the advantages of adding surveillance cameras to small civilian planes to fly over mining operations or oil fields. Such planes would be useful for alerting mining companies and government forces of a possible attack by insurgents or bandits. “If you’re in a conflict zone and you have an extractive mine, or even oil and gas, you want to know what’s going on around you and that’s not always easy in those types of areas,” said Smith in an interview. “Having the ability to put an aircraft in the sky that has good ISR [intelligence, surveillance, and reconnaissance] capabilities and monitor the radius around you, that’s good stuff.”

Prince used non-company encrypted email, aliases, and outright deception.

Such surveillance aircraft would be relatively inexpensive to operate and could provide what Smith and Prince both believed would be nice profits for their fledgling company, which they agreed should have a fleet of aircraft crisscrossing the African continent. “When we set up the company and had discussions about what FSG would and would not be, we were very clear it would not be a security company, it would not have armed people,” Smith told *The Intercept*. However, Prince and FSG did contemplate offering intelligence and surveillance services, as well as non-lethal logistical support, in war zones.

Prince was legendary for pushing the risk envelope, particularly when defining what legally constituted military or security services. Those contracts could require licenses and authorization from the U.S. government, and FSG’s new executives strongly doubted they could obtain them with Prince as the company’s chairman.

In February 2014, a month after Prince became chairman of FSG, he authorized the purchase of two Thrush 510G crop dusters made in Albany, Georgia. Each aircraft cost approximately \$1 million. Prince told officials at FSG that the purchase was urgent because he had received a green light for a project to support the government of Mali in its battle against a regional al Qaeda affiliate. The plan was to have the planes fitted with aerial surveillance gear with a data link to a ground station, so that the aircraft could provide reconnaissance for forces operating on the ground. Prince claimed that Project Mike, as it was called internally, “was a go and as part of that we were going to be providing the ISR support and we would need those ASAP,” according to a source with direct knowledge of FSG’s inner workings.

SCAR Pod on a modified Thrush airplane.

Photo obtained by The Intercept

Prince arranged for the planes to be equipped with cameras and other surveillance gear at Airborne

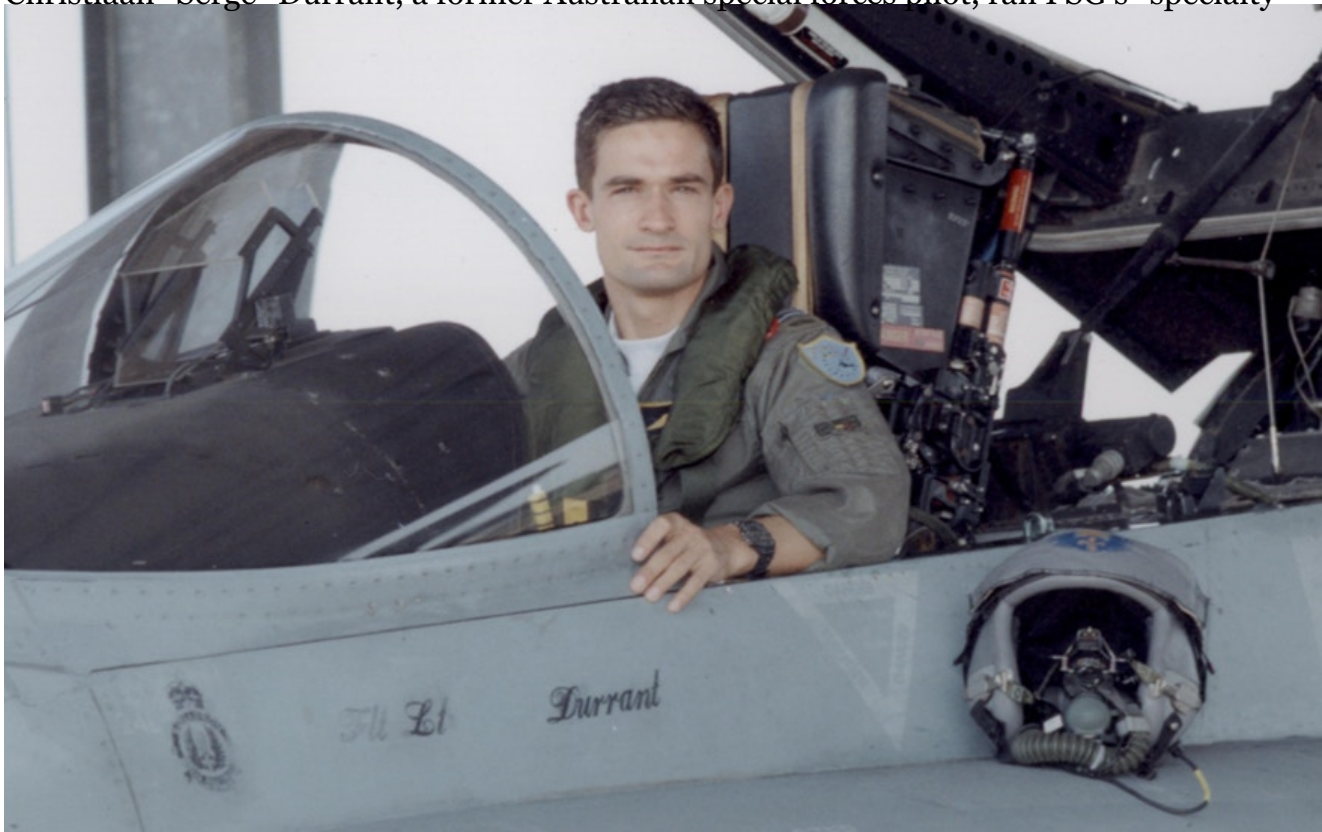


Technologies in Austria. Airborne, founded in 2008, is best-known for producing a proprietary device, known as a SCAR Pod, that mounts on small aircraft and enables aerial surveillance cameras to wirelessly deliver live video and other data. In promotional material, Airborne calls it “surveillance out of the box.”

What FSG’s executives did not know at the time was that Prince, through one of his veiled corporate entities, owned 25 percent of Airborne. Dorian Barak, Prince’s personal attorney who handled his investments, brokered Prince’s ownership stake in Airborne in early 2013 and represented Prince on the company’s board. In preparing the deal, Barak suggested that Airborne was open to expanding into the security business with Prince providing “strategic guidance,” contacts, and sales, according to a memo prepared for Prince.

Barak did not respond to a request for comment. Prince did not respond to multiple requests for comment.

Christiaan “Serge” Durrant, a former Australian special forces pilot, ran FSG’s “specialty



aviation division.”

Photo: LinkedIn

Prince and his team made plans for the aircraft to be flown from the U.S. directly to Airborne’s hangar at Wiener Neustadt East airport, south of Vienna. The official contract with Airborne was to modify the planes with surveillance equipment, including a Forward Looking Infrared (FLIR) camera similar to those used on U.S. attack and spy drones.

In May 2014, both Thrush planes were flown from the U.S. across the Atlantic Ocean to Airborne’s hangar. Once they arrived in Austria, Prince asserted effective control over the modifications and an ability to make decisions for both FSG and Airborne. The Thrush project was managed by Prince’s longtime associate Christiaan “Serge” Durrant. Prince had enlisted Durrant, a former Australian special forces pilot, to run FSG’s “specialty aviation division.” By that point, Prince was brokering a secret arrangement with executives at Airborne to turn the planes into paramilitary aircraft.



The Air Tractor crop duster was weaponized by the CIA for use in Colombia in the early 2000s.

Photo: Lowvelder

THE IDEA OF arming agricultural planes for attack did not originate with Prince. In the early 2000s, a classified program run by the CIA in Colombia employed a different U.S. crop duster, the Air Tractor. During the day, on a State Department contract, the planes would spray coca fields with herbicide. But the aircraft had been modified with ISR equipment and hardware for mounting weapons, according to a former U.S. official familiar with the program, so that the planes could be used for night bombing missions against FARC rebels and cocaine cartels.

Prince was not involved with that program, but in 2008, he did purchase a Super Tucano, a Brazilian-made light attack aircraft. Prince then leased that plane to the Pentagon as a prototype, and nearly a decade later, the U.S. began providing armed Super Tucanos to Afghanistan's air force. He also tried pitching a light attack plane to the CIA for close air support in Iraq and Afghanistan, according to two former colleagues of Prince who were involved in the offer.

 | The planes were cheap, durable, and relatively discreet.

In Prince's view, according to several sources who worked closely with him for years, his idea had been stolen by the U.S. government and his competitors, one of which has a licensed contract with the government to sell weaponized Thrush planes. But Prince did not abandon his ambitions, and the Thrush modifications he was now coordinating held great promise. The planes were cheap, durable, and relatively discreet.

Months before embarking on the secret work at the Austrian hangar, Prince and his allies at Airborne began strategizing about how to confront a potentially project-ending obstacle: Austrian defense export regulations. They knew the government would view the customized Thrush planes for what they were: militarized aircraft. Austria, which played a central role in starting two world wars, has a firm policy of neutrality and stringent regulations that would apply to the export of an Austrian-manufactured paramilitary aircraft for use in a civil war.

This was not a new challenge for Prince. Through his former Blackwater enterprise, he had acquired extensive experience defying or sidestepping U.S. defense export regulations. In an effort to avoid Austrian and European export laws, Prince looked south to Bulgaria, a nation known for its lax defense export regulations and role as a hub for international arms traffickers. “It’s very difficult to manufacture [such aircraft] in Austria and keep everything quiet,” said a former Airborne employee who worked on the plane. “It’s too risky for them. So the idea was to go to Bulgaria.”



Kristof Nagl, chief financial officer of Airborne Technologies, helped Prince set up a Bulgarian front company.

Photo: Airborne Technologies

In May 2014, Kristof Nagl, Airborne's chief financial officer, wrote to Prince explicitly discussing the creation of a front company in Bulgaria to disguise the production of weapons-readied aircraft. Nagl cited earlier discussions with Prince and Dorian Barak and confirmed for Prince that they were moving forward with "the foundation of" a Bulgarian company named LASA Engineering Ltd. "LASA shall mean light armed surveillance aircraft," Nagl wrote. In the memo, Nagl described a structure for LASA in which Prince "provides customers and know how." Airborne, according to Nagl, would acquire Thrush aircraft and do the reconnaissance and surveillance modifications. LASA, however, would "be used for marketing" and "selling of light armed airborne solutions," though its promotional materials would not directly mention the word Thrush. This omission, Nagl wrote Prince, would be done "according to your wish."

Under the proposed arrangement, LASA would purchase the Thrush aircraft modified by Airborne directly from the company at its standard price "so all margin will stay as always with" Airborne. The transformation of the planes to light attack aircraft would be laundered in Sofia. LASA would get the necessary export licenses from the Bulgarian government so that the planes could be sold or deployed abroad.

“LASA shall mean light armed surveillance aircraft,” Nagl wrote.

The advantage of the corporate front, according to Nagl, was that they could get "indirect access to potential clients which we have to refuse now and the 'export risk' is covered by" the newly formed Bulgarian entity. He also proposed that the partners involved in the deal put up a percentage of the cost of creating LASA, which "will not need any significant investment."

In response to detailed questions from *The Intercept*, a lawyer representing Nagl and Airborne claimed that the assertions in this article are "incorrect except for the fact that our client is offering to the market ISR modifications on various aircraft, including Thrush." He added: "Our client obtained all required export licenses in all past transactions and will keep doing so also in the future." The lawyer asserted that Nagl and Airborne "strictly follow all relevant and applicable export control laws and regulations." The firm that sent the letter, Specht & Partner, has also represented Prince in Austria. After the deadline for this article, Airborne's lawyer sent further comment, writing that the company never manufactured or sold an armed aircraft and "does not hold (directly or indirectly) shares in a company" that did so.

Prince made arrangements to visit Bulgaria in May 2014 for an Airborne meeting and a tour of the Arsenal factory in Kazanlak. Arsenal is the largest arms manufacturer in Bulgaria, and Prince was interested in viewing its line of "aerial weaponry," including guns, rockets, bombs, and weapons management systems for aircraft, according to an internal document reviewed by *The Intercept*.

Shawn Matthews, an FSG contractor and former Australian special forces pilot, served as Serge Durrant's deputy on the Thrush program.

Photo: LinkedIn



The next month, according to internal documents, Shawn Matthews, an FSG contractor and former Australian special forces pilot who served as Durrant's deputy on the Thrush program, went to Bulgaria to meet with Peter Mirchev, a Bulgarian arms dealer who supplied Viktor Bout. (Bout is currently serving a 25-year prison sentence in the U.S. for attempting to sell weapons to the FARC in Colombia.) When an FSG official learned that Matthews had met with Mirchev, he instructed Matthews and Durrant to cease all contact with him. It is not known what Matthews and Mirchev discussed, but the FSG official warned Prince's men not to pursue arming the Thrush aircraft, saying that it would be a clear violation of U.S. law. Matthews declined to comment on the record. Durrant declined to comment.

According to the former Airborne employee and a second company whistleblower, almost all of the modifications would actually be performed in Austria. By the time the aircraft reached Bulgaria, an engineer could complete a simple installation of hardware. "The final installation of the weapons would be done in Bulgaria," said the former employee.



Arsenal is the largest arms manufacturer in Bulgaria. Prince said he was interested in viewing its line of "aerial weaponry."

Photo: Google Maps

FOR NEARLY TWO decades, Prince has steadily built a labyrinthine network of entities and supply-chain businesses in his quest to provide full-spectrum, “turn-key” military “solutions.” With an ownership stake in Airborne, and a front company in Bulgaria, Prince, aided by his lawyer Dorian Barak, was buying in to and expanding an entire ecosystem of paramilitary services: surveillance, weapons, engineering, and a clandestine apparatus for bypassing national and international defense regulations.

Two common threads emerge when examining many of Prince’s recent military proposals and offshore companies: He owns multiple parts of the supply chains for the deployment of private armed forces to foreign countries; and, since at least 2012, he has failed to implement them.

The plan that Prince and his team devised to weaponize the Thrush crop dusters was an engineering nightmare. Prince’s men treated Airborne’s hangar as their private Frankenstein laboratory where they directed engineers and mechanics in a perilous experiment to transform an agricultural airplane into a jerry-rigged flying tank. And Prince wanted it done fast.



At Prince's direction, Airborne's engineers installed bulletproof glass on modified Thrush aircraft.

Photo obtained by The Intercept

The Intercept has reviewed dozens of documents relating to the modifications of the Thrush aircraft in Austria. The former Airborne employee, who played a central role in the modifications performed on the Thrush, agreed to speak with *The Intercept* on the condition of anonymity because of the sensitivity of the program and fears of retaliation by Prince and Airborne.

It was clear almost as soon as the Thrush planes arrived at the hangar outside Vienna that the goal was to create military-grade attack aircraft, according to the former employee. He said that Nagl, Airborne's chief financial officer, and Wolfgang Grumeth, the firm's CEO, must have known that the modifications they were performing would likely be prohibited under Austrian regulations. Airborne's employees, who had worked on sensitive projects for various governments, were led to believe they were engaged in a secret but legitimate contract.

Grumeth did not respond to a request for comment, but Airborne's attorney stated that the company is "strictly following all Austrian as well as international applicable laws and regulations in connection with their business."

Work began in Austria on one of the Thrush planes in July 2014. Durrant's deputy, Shawn Matthews, embedded at the Austrian hangar to oversee the modifications, which Airborne's employees were instructed to describe using code words such as "aeromagnetic" and "sensor" to replace discussion of weapons.

Inside a hangar in Austria, the Thrush were stripped down and rebuilt as paramilitary aircraft.

Photo obtained by The Intercept

The initial modifications involved attaching the SCAR Pod and surveillance camera. In addition to the cameras and other reconnaissance systems, according to the former employee, they installed heavy armor on the plane, replaced the Thrush's windows with 19 mm thick ballistic glass, and lined the cockpit with Kevlar. They placed special meshing in the fuel tank so that it would not explode if struck by bullets or shrapnel, and attached a camera mount that allowed the surveillance package to be lowered once the plane was aloft so it could be used as a laser platform to assist targeting.



It was already apparent to most of the staff working on the plane that the modifications, requested by a company they knew only as Frontier, were deeply problematic. “It was clear they didn’t care about certification,” the former Airborne employee said, describing the attitude of Prince’s team. “If you make a modification to an aircraft and you do not certify it, then the operation of the aircraft is completely illegal. In Europe, it is very illegal. You are breaking a lot of laws.” He recalled one of Prince’s deputies saying that the aircraft would be used for surveillance operations in Africa and “no one there cares about certifications.” The former employee said he and other personnel working on the Thrush project were told that certification and licensing were the aircraft owner’s problem. The message was: “We do not have a risk as long as everyone keeps quiet.”



The modified Thrush aircraft had retractable surveillance cameras similar to those installed on U.S. attack drones.

Photo obtained by The Intercept

IN AUGUST 2014, a month after Nagl’s communication with Prince about establishing LASA, the company was officially open for business in Sofia — or rather, an entity named LASA filed papers with the Bulgarian government. Prince’s man in Bulgaria was Zachary Botchev, a U.S.-educated businessman whose professional biography states that he created the largest ceramic tile producer in the Balkans and started a jet airline company.

Botchev was an initial investor in Airborne and at one point controlled a third of the company's stock. Botchev and Nagl had worked together before the founding of Airborne, according to the former employee. "The idea," he said, was that Botchev would eventually "buy an airfield in Bulgaria and they would weaponize the planes there."

Botchev did not respond to multiple requests for comment.

In the memo Nagl sent to Prince outlining the plan for establishing LASA, he stated that Botchev would provide local contacts in Bulgaria for export licenses and "products." He was also tasked with selecting LASA's managing director. It was Botchev who arranged Prince's tour of the weapons factory in Bulgaria.

Botchev is a convicted felon with a warrant out for his arrest in the U.S., according to court files. He was found guilty of felony burglary for stealing trade files from an employer in Texas while living in Dallas in the 1990s. Botchev violated the terms of his probation and fled the U.S.

According to LASA's corporate filings with the Bulgarian government, its official address and phone number are the same as a Bulgarian aviation company, controlled by Botchev, that claims a "close partnership" with Airborne. On LASA's sparse website, the contact email goes to a sales address for Botchev's company. LASA's founding documents and other forms filed with the Bulgarian government do not mention Prince, Airborne, FSG, or the Thrush aircraft. On paper, LASA was established by a consortium of Botchev-linked businesses that shared a handful of common addresses and phone numbers.

One of LASA's reported offices in Sofia, Bulgaria.

Photo: Google Maps

In an email, a lawyer for LASA wrote that the company was "in full compliance to all respective" laws and could not comment on "commercial arrangements."

Botchev's associates, who populate a murky network of Bulgarian companies, constitute 100 percent of LASA's ownership and management. Among the addresses provided to the Bulgarian government by LASA and other Botchev-affiliated companies is a graffiti-covered building in Sofia and an office in a blighted strip mall. In its filings, LASA described its business as engineering in Bulgaria and abroad, obtaining licenses, technology brokering, domestic and foreign trade, "as well as any other commercial activity not prohibited by law." There was no mention of weaponizing or modifying aircraft.



In September 2014, Durrant told FSG that some of the modifications and testing of the Thrush would need to be performed in Bulgaria, and that he had a deal for LASA to be the vendor. When FSG began vetting LASA, it found almost no publicly available information that would indicate LASA had ever done any business of any kind. The company did not appear to have previous contracts to modify aircraft, nor did it have a factory or staff to perform such work. According to its 2014 financial filings in Bulgaria, LASA paid less than \$5,000 in salaries. One FSG officer involved with the review said LASA looked like a “paper company.” Prince and his deputies were “deliberately vague,” the officer said, in explaining the nature of the additional modifications and testing and why it was necessary to hire LASA.



In its filings with the Bulgarian government, LASA listed this graffiti-covered building in Sofia, Bulgaria, as one of its offices.

Photo: Google Maps

KRISTOF NAGL INFORMED Airborne’s Thrush team in Austria that September that they would have to work substantial overtime to finish the modifications, according to the former employee and the other whistleblower. People who worked for FSG on the project with Prince described him as running the Thrush program as though FSG were not a public company with a CEO or shareholders, but rather his private enterprise. One described Prince directing Airborne to equip the Thrush with “more toys” without alerting anyone at FSG. “We were very busy with this aircraft,” the former Airborne employee said. “There was no time for thinking, just for work because we had to make a lot of modifications on these aircraft. We were working day and night, Saturday and Sunday nights.”

Prince's team told Airborne's engineers they wanted the ability to mount 23 mm Russian machine guns on both sides of the plane. Those guns create a powerful recoil that Airborne's engineers struggled to offset with complex, additional modifications. They worked around the clock and replaced the airplane's entire electrical system. As the deadline for the Thrush's deployment grew near, Prince's men faced a new challenge: They were unable to purchase pylons, the hardware necessary for mounting bombs and rockets on planes.

Additional modifications to support machine guns mounted on the Thrush aircraft.

Photo obtained by The Intercept



After failed attempts to acquire them through multiple countries, they conceded defeat. The plane would have to deploy without the pylons. But they instructed Airborne to begin building customized pylons capable of carrying both

Russian and NATO munitions that could be added later. According to Prince's original Thrush blueprint, the aim was to patent a new pylon. Creating such a device was a challenge, but Airborne's engineers would eventually succeed in building it, according to the former Airborne employee. "It was really an impressive engineering accomplishment," he said, pointing out that Western and Russian bombs required different mounts. "You could arm those aircraft with any weapons — NATO or Warsaw pact — with the pylons we built. It was kind of incredible."

In October 2014, Prince finally prevailed in getting FSG to sign a contract to have one of the Thrush aircraft further modified and tested by LASA in Bulgaria, with work set to commence the following spring. "The boss wants this," one of the people involved with the deal said he was told by Serge Durrant. The boss was Prince, though the exact nature of the additional modifications remained vague.

By that point, Airborne had already attached more than 1,500 pounds of equipment to one of the Thrush planes. The engineers were told that the plane needed to be sent to Africa right away — they had been led to believe the destination was Kenya. Under pressure from Airborne’s management and Prince’s men, the former Airborne employee said they hastily organized a 30-minute test flight in Austria. It was a disaster. “After all these modifications, we had only one test flight. We had no maintenance guy who signed off on it, no paper, just jumping in and flying,” he said. “We found 30 problems and we only had two days to fix the problems because they needed to ferry it to Africa.”

“We are not just doing something risky, we are doing something completely illegal,” said a former Airborne employee.

Despite a range of safety concerns from Airborne’s technicians, a few days later, the heavily modified Thrush took off for Africa. But the pilot had to abort the journey and make a premature landing because of a damaged fuel pump. After the plane was repaired, it was flown to Malta, where a plane spotter snapped a picture of the aircraft. The Thrush, according to its tail number, had been registered in the European mini-state of San Marino. The photo the plane spotter posted on a hobbyist website showed an armored aircraft with a distinctly military appearance and clearly visible drone-style surveillance gear. Eventually the aircraft was flown back to Austria, where Airborne workers would spend three weeks repairing it.



After this photo of the Thrush aircraft was posted by a plane spotter in Malta, aviation authorities canceled the plane's registration.

Photo: Burmarrad Camenzuli/Flickr

As staff worked on the aircraft one Saturday that November, according to the former Airborne employee, Nagl announced they were expecting a special visitor on-site. Nagl did not name the visitor, the former employee said, but described him as "something like an owner of our company" who was "very important." The visitor, arriving in the black Mercedes SUV, was the mysterious Echo Papa. "We had no idea who this guy was. When he entered the hangar, I knew his face, but I couldn't recall his name." One of his colleagues told him the man was Erik Prince of Blackwater.

The former employee had read about Prince years earlier in the local paper, and he immediately Googled him at a computer in the hangar. "Erik Prince is the co-owner of our company?" he recalled thinking in disgust. That was the moment he realized that the Thrush he helped to modify was not intended for what he and his colleagues considered a legitimate client, "but had been built for Erik Prince stuff."

The former employee said that learning of Prince's ownership stake and role in the Thrush program led him to conclude, "We are not just doing something risky, we are doing something completely illegal." Several Airborne employees would eventually quit over concerns about the project and Prince.

┆ "A private armored plane? It's for me completely unthinkable to do that."

By the time Prince toured the hangar that Saturday, the first Thrush was almost completely ready for full weaponization. "Ninety-nine percent of the horrible work had already been done," said the former Airborne employee. The plane had a retractable camera that could be lowered below the propeller for lasers to support the targeting of bombs and rockets, as well as a wireless data link system that could enable firing munitions remotely, similar to how an armed drone functions. "If I make a military aircraft and it's delivered to the Swiss or to Germany, I have no problems with that," the former employee said. "But a private armored plane? It's for me completely unthinkable to do that."



Airborne technicians in Austria work on the surveillance gear attached to one of the Thrush airplanes.

Photo obtained by The Intercept

FOR SIX MONTHS, FSG's executives had heard almost nothing about Project Mike, the Mali job to support a campaign against al Qaeda that Prince cited as the reason to expedite the purchase of the Thrush aircraft in early 2014. That did not surprise the executives. They knew, from his history, that Prince was always looking for the next deal and often merged his aspirational plans with concrete ones. "All these projects that Erik talked about where FSG would participate in them never happened," said the source with direct knowledge of the company's inner workings. "Erik was always running around talking about things that could happen, but none of them were happening."

Then, in the summer of 2014, Prince brought a project to FSG that he believed could serve as a test run for the newly modified Thrush planes and help get the infant company on its feet. It involved South Sudan, where Prince had a long track record dating back to the Blackwater era. Prior to South Sudan's independence in 2011, Blackwater was fined by the U.S. government for brokering defense services to southern Christian rebels without a

State Department license. In 2006, ignoring explicit U.S. government instructions, Blackwater proposed a security contract with forces loyal to rebel leader Salva Kiir, a devout Christian and the future president of an independent South Sudan.



Salva Kiir, a devout Christian and the president of South Sudan, has a relationship with Erik Prince that's spanned more than a decade.

Photo: AFP

Nearly a decade later, when Prince brokered FSG's deal, South Sudan was ruled by Kiir, whose trademark cowboy hat was a gift from President George W. Bush. In the summer of 2014, the young, oil-rich country was several months into a civil war that had reduced oil production by a third, and Kiir needed Prince's support. But, as was the case with many of Prince's proposals, the services he claimed he was offering stood in stark contrast to his real plan.

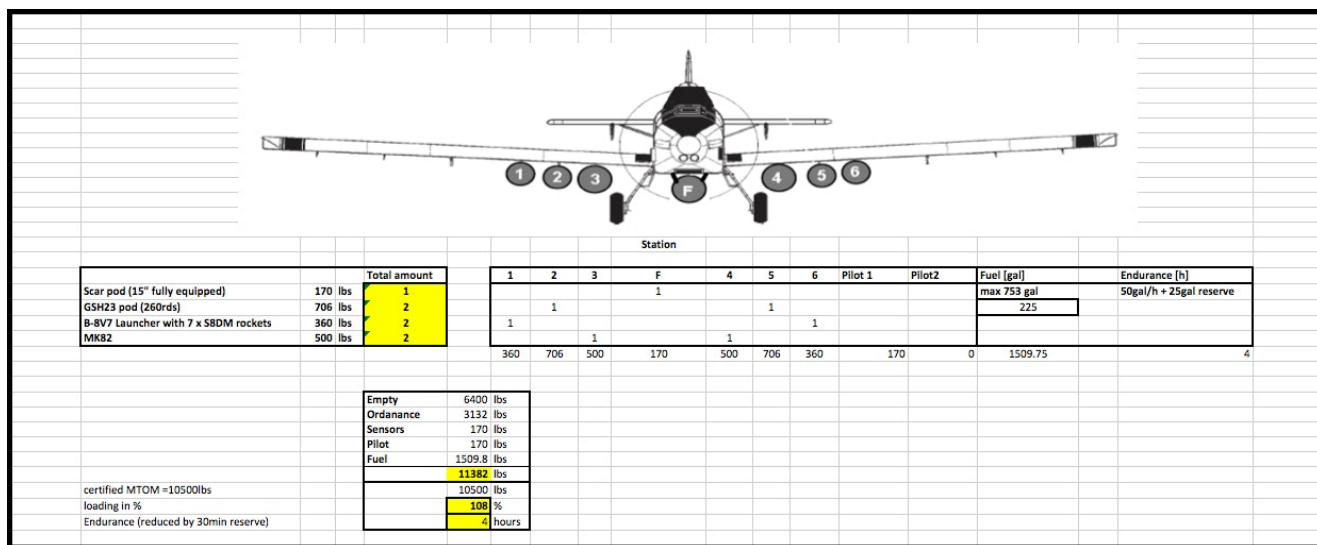
FSG, according to the proposal Prince presented to the company, would provide South Sudan's Ministry of Petroleum and Mining with logistical services to help get the country's oil fields and refineries back online. The 12-month contract, which company officials said

was worth \$150 million, called for FSG to operate overflight surveillance of several oil fields in South Sudan, build and supply camps next to the fields, and ferry workers and engineers by helicopter and plane.

Willingness to operate in a civil war reflected the new company's appetite for risk; FSG recognized an opportunity for profit in parts of the African continent where competitors were afraid to venture. Prince, as chairman and founder of the company, saw himself as opening the door for business on the African "frontier." But, according to multiple sources, the services FSG understood it would provide to South Sudan never included defense assistance. The company had not applied for, nor did it possess, the required defense export licenses from the U.S. government.

"This is not supporting the army," Gregg Smith told *Bloomberg News* in December 2014. "The contract is clearly with the Ministry of Petroleum and Mining to support the oil field services and to make sure the production of oil keeps flowing."

In Austria, Airborne had already drawn up blueprints detailing how different weapons configurations would affect the Thrush's fuel consumption and flight times, according to a copy of the plans. The blueprints offered three configuration options: mixed-attack mission, ISR mission, and bomb mission. All of them involved arming the planes with a combination of machine guns, bombs, or rockets.



One of the configurations developed by Airborne Technologies for weaponizing the Thrush aircraft.

CONTRARY TO WHAT the Airborne employees had been told, the Thrush was not intended for a Kenyan operation. The plane was ultimately flown from Austria to Juba, South Sudan. In the meantime, San Marino aviation authorities had seen the picture of the Thrush posted by the plane spotter and canceled the aircraft's registration. They informed

FSG that the plane did not appear to be the civilian aircraft for which they had issued an operating certificate. Within a few weeks, the Thrush was transported from Juba to an air hangar in another East African nation, where it remains to this day.

By the end of 2014, the South Sudanese government had stopped paying FSG. When FSG executives inquired with the oil ministry, the South Sudanese were evasive, saying they would only speak directly to Prince. “They quit paying and they wouldn’t talk to anyone and they said, ‘You need to have Erik Prince come up here,’” recalled the source with direct knowledge of the company’s operations. “They wouldn’t talk to us, wouldn’t pay us, wouldn’t do anything.”

“They said, ‘You need to have Erik Prince come up here.’”

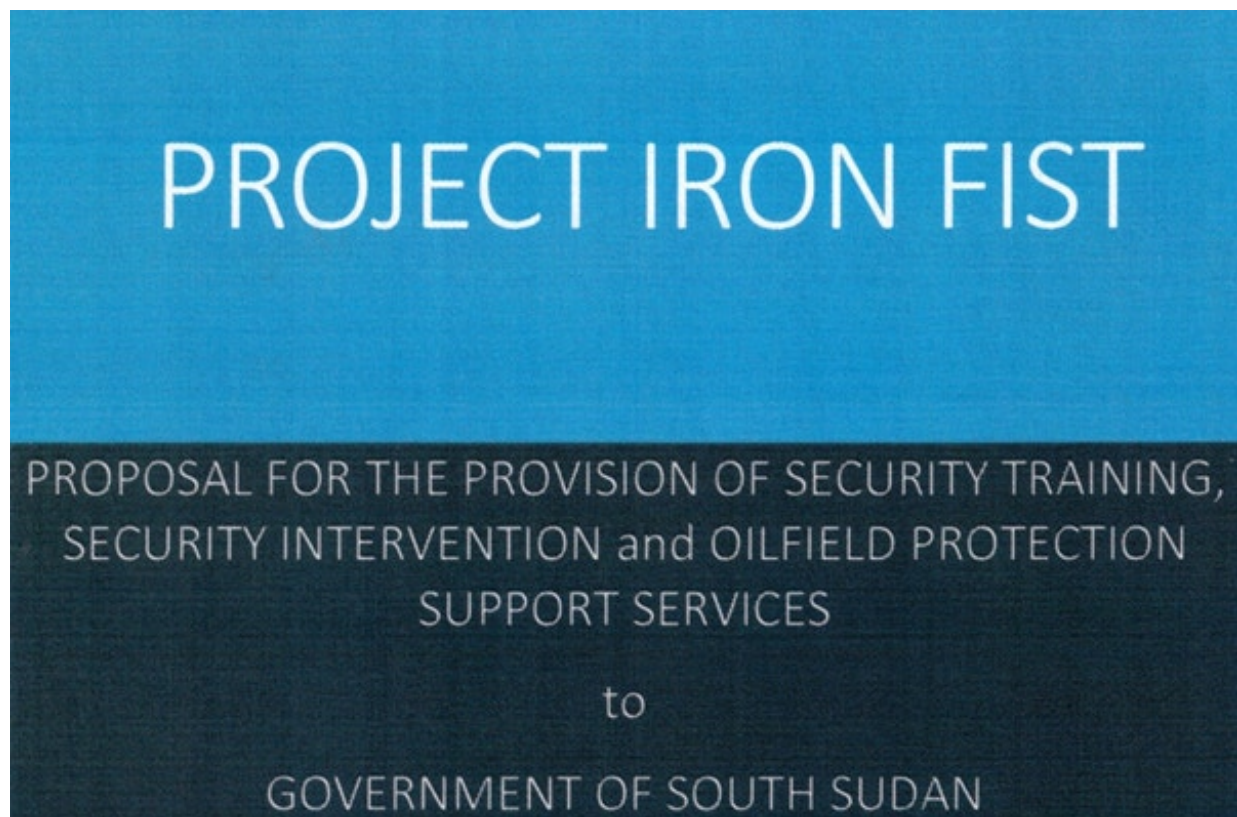
FSG dispatched personnel to Juba to determine why the contract was falling apart. Although the government wouldn’t tell FSG what the problem was, one South Sudanese official told an FSG employee in the country that Prince had promised to provide the government with attack aircraft. The South Sudanese, according to a person with knowledge of the encounter, were initially confused, and then angry, when the militarized planes never arrived.

“[The South Sudanese] thought they were buying attack aircraft that could go after the rebels in a very serious manner,” said the source knowledgeable about FSG’s internal affairs. “Erik had promised things to these guys, capabilities that we didn’t have and that we were never going to have.”

Prince had promised the South Sudan government a foreign mercenary force if it hired FSG to provide logistics and aerial surveillance. Prince did not inform FSG executives of this side deal, claiming he had offered only “monitoring the oil fields, monitoring any activity in and around them, to give the government line of sight so they could keep the oil flowing,” according to the source familiar with internal FSG matters.

“Erik promised them ISR, planes that drop bombs, attack helicopters, medical evacuation capabilities, a strike team, and training for 4,000 soldiers,” said the second person with knowledge of the plan. “The contract was for logistical support and camp building, things to support the oil fields. [Prince] verbally promised the rest.”

In the meantime, one of Prince’s lieutenants, a retired South African special forces officer, began building a proposal for Prince that could be pitched to President Kiir. Code-named Project Iron Fist, the proposal stated that Prince and his colleagues had been “invited” by South Sudan to “design a proposal” for “oil field security training, security intervention and protection support services to the government of South Sudan.”






Read the document: Erik Prince's Iron Fist proposal.

Prince's associates explicitly plotted a business structure for the contract that would expose no traceable connection to them, according to a document reviewed by *The Intercept*. They believed this would enable them to hide violations of U.S. and international defense regulations.

At the time the plan was being prepared, the United Nations Security Council was considering a set of sanctions and an arms embargo against Salva Kiir and his political rival's armed faction.

Prince's \$300 million proposal to aid Kiir's forces explicitly called for ground and air assaults, initially to be conducted by a 341-person foreign combat unit. Prince's forces would conduct "deliberate attacks, raids, [and] ambushes" against "rebel objectives," to be followed by "continuous medium to high intensity rapid intervention," which would include "search [and] destroy missions." Various drafts of the proposal, obtained by *The Intercept*, reveal meticulous planning, down to the exact number of munitions and specific hand-held radios that would be purchased. Iron Fist called for the acquisition of at least 600 bombs, 3,500 rockets, 7,500 mortars, and more than 30 million rounds of ammunition.

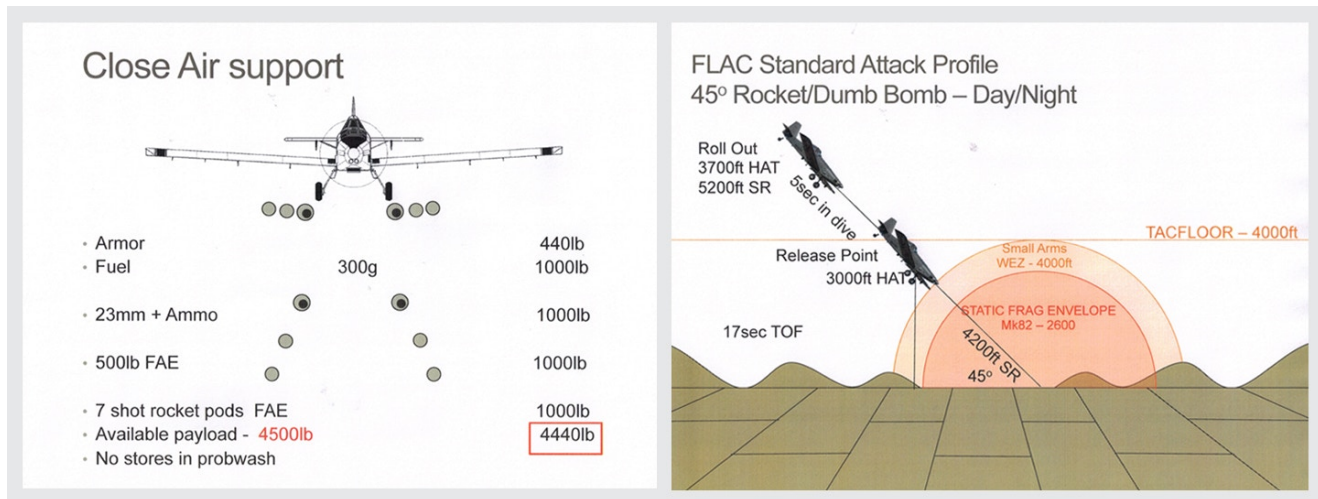
Among the aircraft offered in the plan were two weaponized and surveillance-equipped Thrush planes.

Description	Image	Quantity
7.62mm PK Machine Gun Pod		8
Belted Cartridge 7.62 x 54 Ball		500,000
Belted Cartridge 7.62 x 54 Tracer		100,000
Belted Cartridge 7.62 x 54 API		100,000

Read the document: Erik Prince's Iron Fist PowerPoint presentation.

Iron Fist represents — more than any other known document — Erik Prince's vision of contemporary warfare on the African continent, where the mere presence of an armed crop duster offers an opportunity to defeat a rebellion, terror group, or insurgency. While the proposal's overt focus was on protecting South Sudan's oil industry, two people with direct knowledge of Prince's efforts said his actual intent was to provide a foreign force, loyal to President Kiir, to be used in a civil war fought largely on ethnic and religious lines. Iron Fist promised that the rebels would be "neutralized." According to one of the people with knowledge of the project, Prince and his team then planned to establish and train a force to defend President Kiir's agenda. They would also offer "spin-offs" of the original foreign mercenary unit, according to the Iron Fist proposal.

After FSG's logistics contract fell apart and the government halted its payments to the company, Prince traveled alone to South Sudan several times in early 2015 in an effort to salvage the deal. FSG officials said that Prince never briefed the company on his meetings and they were never given a formal explanation of what they had failed to provide the South Sudanese government. "We never got paid and I made the decision to shut it down," said Smith.



Slides from Prince's original plan to weaponize the Thrush 510G.

IN MARCH 2015, Prince traveled to a Central Asian nation where he was pursuing a contract. He floated the idea of using the Thrush for that job, a suggestion shot down by FSG executives concerned about possible violations of U.S. defense export regulations.

By then, the company had already begun exploring the sale of the two Thrush aircraft. After the failure in South Sudan, FSG's leadership had decided that providing surveillance aircraft would not be part of the company's future business model. In an effort to assess the value of the planes, in April 2015, FSG began reviewing the costs of the modifications made to its aircraft. In June, Prince told FSG that Airborne was interested in purchasing the aircraft.

From the perspective of FSG's leadership, the two Thrush aircraft — one stuck in East Africa, the other housed in Airborne's hangar in Austria — were becoming a nuisance and they wanted to get them off the company's books. FSG had a preliminary inspection performed on the plane in Africa in an effort to determine its value. Following that inspection, FSG executives were informed that it had been modified beyond the surveillance capabilities they had been briefed on. "We said, 'Holy crap, maybe we don't know what we have.' We never laid eyes on these aircraft physically," said the source with direct knowledge of FSG's operations. "Nobody had, except Erik and Serge and the guys" who did the modifications, he added.

“Holy crap, maybe we don't know what we have.”

When the inspectors reported their findings to FSG, the company understood it had a potentially serious problem with U.S. defense export regulations. The first Thrush, according to the inspection, had hard points on the wing, an armored cockpit, nose armor, ballistic glass, night-vision capabilities, and other paramilitary enhancements.

Afraid that FSG could be in violation of U.S. government regulations, the company turned to legal counsel. They were advised that, to be cautious, FSG should view the plane as a “foreign defense article” — a flying weapon that the company had no license to sell. The lawyers also concluded that even if FSG rightfully owned the modified plane, any U.S. citizen attempting to broker its sale or use by a foreign power could be violating U.S. law. Their legal opinion was that there was a “material risk” that the government would determine that Prince and other FSG staff had engaged in unauthorized brokering. The lawyers were so concerned that they advised the company to consider self-reporting the issue to the government.

FSG began an internal review. Its auditors soon discovered a series of orders and other arrangements that Prince and Durrant had pushed through without fully informing the company of their true purpose. By then, Prince was pressuring FSG to sell the Thrush planes to LASA in Bulgaria. LASA, in turn, would sell them to Prince’s buyer in Central Asia. Documents show Prince wanted to sell the two planes for \$16 million. Smith said he became concerned that selling the planes to a company they could find almost no information about in a country renowned for arms trafficking could end badly. Behind the scenes, Prince attempted to pressure an FSG officer reviewing the potential deal to rubber stamp it. He was rebuffed.

Despite FSG’s stated desire to sell the aircraft, Prince, Airborne, and LASA forged ahead with their efforts to complete the weaponization of the second Thrush. Earlier in 2015, Airborne had sent two employees to Ukraine and Bulgaria to visit weapons manufacturers in an effort to assess the hardware that would be necessary to finish the job, according to the former Airborne employee. The Thrush at Airborne’s hangar in Austria, which had been modified in an almost identical manner to the one stranded in Africa, was flown to Bulgaria. “All of the modifications were done in Austria except the mounting of the pylons, which was intended to be done in Bulgaria,” the former employee said.

Behind the scenes, Prince’s men were panicking.

In September 2015, FSG’s board was notified that its plane grounded in East Africa had been modified for weapons and would likely be considered a foreign defense article in the eyes of the U.S. government. A second inspection was ordered, this time to assess the FSG aircraft in Bulgaria. When Prince’s inner circle caught wind of the imminent inspection, they engaged in a conspiracy to thwart the investigators’ efforts and to conceal the true extent of the modifications. According to two inside sources, Prince and his deputies hid the fact that they were preparing the Thrush to be weaponized, with one charging they had “deliberately concealed” the effort.

Behind the scenes, Prince’s men were panicking. Matthews, the Thrush pilot, privately expressed concerns to a colleague that the company’s CEO didn’t seem to understand what was going on, and asked whether the company understood the extent of the modifications.

He advocated postponing the inspection of the plane in Bulgaria so they could surreptitiously remove the military equipment. At the time they learned of the inspection, the Thrush had already been equipped for weapons testing. The plane had been retrofitted to a state where “in one week you could have turned this aircraft into a weaponized plane,” according to the former Airborne employee. In advance of the inspection, one of Prince’s deputies described taping over a weapons control panel that had been installed in the cockpit.

When FSG’s inspectors arrived in Bulgaria in late September to examine the Thrush, according to two sources briefed on the report, they found armor on the plane’s frame and nose, laser-targeting equipment, ballistic glass, and an anti-explosive mechanism built in to the fuel tank. They also discovered modifications inside the cockpit for controlling weapons systems and hardware for arming the aircraft with bombs, rockets, and machine guns. The inspectors noted that the Bulgarian facility where the modifications had allegedly taken place did not appear to have the equipment or personnel capable of doing the work.

The discovery sparked an internal battle within FSG. Senior executives accused Prince of placing the company’s executives and officers — including a retired four-star admiral — in legal jeopardy with the U.S. government, with one senior executive alleging that Prince ran “a secret program deep within our organization.”

Smith ordered a full review of the company’s internal communications and computer network to document how and why the planes had been modified, according to three people with direct knowledge of the events. FSG officials found records, including invoices that did not match signed contracts, indicating that Prince and Durrant had secretly authorized approximately \$2 million in additional modifications. “There was a concerted effort to downplay the modifications. There’s a difference between modification and weaponization,” said an FSG insider. “Did Gregg Smith know they were being modified? Of course he did. Whether they were weaponized is a different question. That was deliberately kept from senior management.”



Airborne technicians work on installing retractable surveillance gear.

Photo obtained by The Intercept

LAST OCTOBER, FRONTIER Services Group held its biannual board meeting in Hong Kong. Gregg Smith delivered the results of the internal investigation, which left little doubt that Prince, FSG's chairman and founder, had used his position in the company to pay for and build the prototype for a private air force.

Prince already knew what he'd face at the meeting. FSG executives had forced his close lieutenant Serge Durrant into an administrative leave based on evidence Durrant had helped direct the unauthorized effort to weaponize the Thrush and then conceal it from the company's leadership. Prince formally disclosed his partial ownership of Airborne but denied he had any connection to LASA Engineering. The board also learned from Prince for the first time that another of his companies had been paid for construction equipment used to build one of the oil field camps in South Sudan. In addition, Prince disclosed four other entities that he owned or controlled, all of which had received payments from FSG for services.

Smith and the board voted to shut down the specialty aviation division entirely and fired Durrant, Matthews, and several other Prince hires. In all, more than 20 employees were pushed out. The board formally decided to write off the \$8 million expenditure of the two

Thrush crop dusters and their modifications. The planes would either have the militarized components uninstalled, in an effort to sell them, or the aircraft would be sold for scrap.

 | The board stripped Prince of any authority over the day-to-day operations of the company.

The board also stripped Prince of any authority over the day-to-day operations of the company. “The Company reiterates its policy not to acquire or modify controlled items” under U.S. defense export regulations, stated a board resolution reviewed by *The Intercept*. It added that FSG would not “engage in activities that require” U.S. government licenses.

FSG’s growth projections for 2016 were strong, and the company’s executives believed they had successfully put their chairman’s trouble behind them. A final resolution reiterated that FSG’s business was in transportation and logistics — and that any business outside that description required approval from a “high risk” committee headed by FSG’s most prominent board member, retired four-star Adm. William Fallon.

But Prince persisted with unsanctioned activities, including a secret meeting with Chinese intelligence in Beijing and the establishment of a bank account at Bank of China in Macau. By January 2016, executives at FSG had grown increasingly alarmed, and Prince’s efforts in China had become part of an investigation by the U.S. government into his defense-brokering activities. Victoria Toensing, one of Prince’s lawyers, told *The Intercept* that her client’s Chinese bank account complied with U.S. regulations.

In February, according to multiple people with direct knowledge of the events, FSG representatives traveled to Washington to meet with officials from the Department of Justice. At the meeting, they disclosed evidence pertaining to the modifications of the Thrush aircraft and the attempt to broker a sale in Central Asia, as well as Prince’s meetings in China. Among the officials with whom FSG representatives met were the head of the Justice Department’s National Security Division and a senior prosecutor for export control in its counterespionage section.

Airborne Technologies brochure featuring the modified Thrush 510G.

Photo: Airborne Technologies

None of this seems to have slowed the modified Thrush program. Airborne’s prized American co-owner had indicated that there was great interest from buyers in the Middle East and Africa for the modified Thrush, according to a source with direct knowledge of Airborne’s internal meetings. The future production of 100 to 150 of the planes was mentioned.

In February, Airborne showcased the customized planes at a defense trade show in Singapore. The company also posted on its website an essay written from the perspective of the



Thrush aircraft. “I’m characterized by a rugged design in combination with long-range endurance, this makes me reliable and robust during challenging times,” read the essay. “I

An Austrian lawmaker, who has investigated arms trafficking for years, is in the preliminary stages of what he believes will become a criminal investigation into Prince and Airborne Technologies. Peter Pilz, a member of the Austrian Parliament, says he plans to present a public prosecutor with documentary evidence on the Thrush modifications and the plans to weaponize the aircraft. “We are definitely sure that it is against our laws of neutrality,” Pilz told *The Intercept*. He said the investigation would also examine possible violations of Austrian defense export regulations. “Prince and all the others are not guilty until there’s been a case and a trial. But this case is strong enough. It’s going to be a criminal case definitely.” Citing Blackwater’s history in Iraq and the “soldier of fortune business,” Pilz said, “It is unacceptable for us to have people like Erik Prince in Austria. We have to make that very clear.”

Airborne’s hangar is a stone’s throw from what was once the Wiener Neustadt aircraft factory, which the Nazis used to manufacture warplanes during World War II. Allied bombers repeatedly targeted the factory and ultimately reduced the entire city of Wiener Neustadt to rubble. “The crucial thing is that a company in Wiener Neustadt is once again building fighter airplanes, while combat airplanes were once the reason why this city was completely destroyed,” said the former Airborne employee. This fact, according to Pilz, will not be lost on the city’s residents. “I think that when people in Wiener Neustadt are informed [about] what’s going on in the area of their city, it will be a major political scandal,” Pilz said.

Kristof Nagl and Wolfgang Grumeth with Wiener Neustadt’s mayor at the groundbreaking ceremony for a new Airborne Technologies facility.

Photo: Airborne Technologies



Airborne does not appear concerned. In early March, its executives broke ground on a new facility at Wiener Neustadt airport in Austria. The local mayor was on hand to celebrate, along with Nagl and Grumeth. An Airborne press release announced that the company had recently won “a number of significant orders from international Police and Military forces.” The company predicted unprecedented growth and a substantial expansion of its workforce. Among the structures it intends to build by September is a large hangar to house sensitive projects.

A recent LASA business proposal delivered to a foreign government, reviewed by *The Intercept*, offered to provide heavily modified, weapons-readied Thrush aircraft. It advertised the capability to equip the planes with missiles, bombs, and machine guns,

though it noted that the weapons were not included as part of the specific package. The sales pitch contained multiple photos of a modified Thrush in flight. Its tail number matched the FSG plane grounded in East Africa.



This Thrush aircraft, originally purchased by FSG, is currently grounded at a hangar in East Africa.

Photo obtained by The Intercept

IN THE WEEKS preceding FSG's board meeting in March in Hong Kong, a civil war was raging within the company. On one side stood Smith and Adm. Fallon, on the other, Erik Prince, backed by the board members representing the Chinese government's stake in the company. As the U.S. leadership of FSG met with government officials and others, several of them had been encouraged to sever business ties with Prince. The government investigation was expanding, they were told, and it could affect FSG's business.

From the perspective of Smith's faction, the board meeting in Hong Kong would decide whether the company they had built could be salvaged. In their view, FSG was never intended to venture into the security business. A publicly traded company run by the best-known American mercenary, in their estimation, would not be able to obtain the licenses and permissions from the U.S. government necessary to operate in the private military industry servicing foreign governments. In Hong Kong, there would be a moment of truth: Either Prince would declare a new direction for the company, or Smith and the other Americans Prince had recruited three years earlier would solidify the original FSG mission.

FSG's
most
prominent
board
member,
retired
Adm.
William
Fallon.

Photo:
Bloomberg
/ Getty
Images



In the last
days of
March, the
board
gathered at
FSG's
offices on
the 39th

floor of an office building overlooking Kowloon Bay in Hong Kong. FSG's Chinese board members wasted no time in declaring their allegiance to Prince and a new vision for the company. Prince's experience and reputation, they said, would assist the company in offering security and training services as well as anti-terrorism consulting for Chinese businesses, according to a former U.S. intelligence official briefed after the meeting.

┆ FSG's Chinese board members wasted no time in declaring their allegiance to Prince.

The board didn't even need to vote. Prince, the Chinese government investors, and his allies on the board controlled enough of the company to call the shots. FSG, the Americans were told, had been created to support China's global economic plan. Logistics and aviation, it seemed, had been a sideshow. The decision was a complete rebuke of the U.S. leadership of FSG, specifically Smith and Adm. Fallon.

Prince had won the battle.

But, with an expanding U.S. government investigation into his activities and a business landscape riddled with burned bridges, a significant question continues to haunt Prince: Will he win the war?

“Brilliant idea — logistics in Africa — Prince has been talking about that for ten years,” said the former U.S. intelligence official, who has worked extensively with Prince. “He could have made money with FSG with his eyes shut. Everybody agrees and he didn’t do it. Why? Because it was going to be boring.”

Update: April 11, 2016

This article has been updated with an additional comment from Airborne’s attorney.

Additional Research: Janis Kreilis.

Top photo: Portrait of Erik Prince by Mark Peckmezian. Collage: The Intercept.

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